

TRACTOR SUPPLY CO /DE/
Form 4
May 08, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
REED SAM K

2. Issuer Name and Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/
[TSCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

200 POWELL PLACE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BRENTWOOD, TN 37027

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock					0	D	
Common stock					2,500	I	Trust Account ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified stock options	\$ 3.7344					01/26/2002 01/26/2010	Common stock	2
Non-qualified stock options	\$ 8.9075					01/24/2003 01/24/2012	Common stock	2
Non-qualified stock options	\$ 8.9075					01/24/2004 01/24/2012	Common stock	2
Non-qualified stock options	\$ 8.9075					01/24/2005 01/24/2012	Common stock	2
Non-qualified stock options	\$ 19.64					01/23/2004 01/23/2013	Common stock	1
Non-qualified stock options	\$ 19.64					01/23/2005 01/23/2013	Common stock	1
Non-qualified stock options	\$ 19.64					01/23/2006 01/23/2013	Common stock	1
Non-qualified stock options	\$ 42.65					01/22/2005 01/22/2014	Common stock	6
Non-qualified stock options	\$ 42.65					01/22/2006 01/22/2014	Common stock	6
Non-qualified stock options	\$ 42.65					01/22/2007 01/22/2014	Common stock	6
Non-qualified stock options	\$ 36.395					02/02/2007 02/02/2015	Common stock	5
Non-qualified stock options	\$ 36.395					02/02/2008 02/02/2015	Common stock	5
Non-qualified stock options	\$ 36.395					02/02/2009 02/02/2015	Common stock	5
Non-qualified stock options	\$ 36.395					02/02/2010 02/02/2015	Common stock	5
	\$ 64.445	05/04/2006		A	2,000	05/04/2007 05/04/2016		2

Non-qualified stock options							Common stock
Deferred stock units <u>(2)</u>	\$ 0	05/04/2006	A	310	05/04/2007 <u>(3)</u>	<u>(3)</u>	Common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED SAM K 200 POWELL PLACE BRENTWOOD, TN 37027	X			

Signatures

Sam K. Reed by: /s/ David C. Lewis,
Attorney-in-fact

05/04/2006

__Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held by The Sam K. Reed and Victoria P. Reed 1995 Inter Vivos Trust, of which Mr. Reed is a trustee.
- (2) Each deferred stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The deferred stock units vest on the first anniversary of the date of grant. Vested shares will be delivered to the reporting person one year following the date on which the reporting person's services as a director of the Company terminates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.